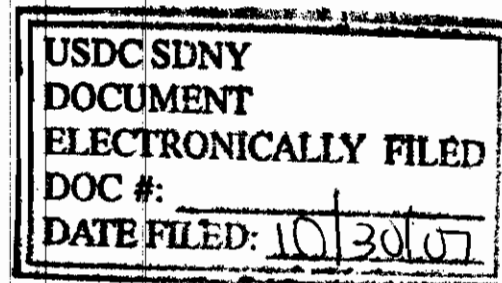


Robert D. Piliero (RP 6898)  
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-and-

Fredrick V. Lochbihler (*pro hac vice motion pending*)  
 David S. Barritt (*pro hac vice motion pending*)  
 Michael T. Benz (*pro hac vice motion pending*)  
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 Chicago, Illinois 60603  
 Tel: (312) 845-3000  
 Fax: (312) 701-2361

*Attorneys for Defendant Harris, N.A.*

UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK

----- X  
 In re )  
 MUSICLAND HOLDING CORP., et al., )  
 )  
 Debtors. )  
 ----- )  
 )  
 BUENA VISTA HOME )  
 ENTERTAINMENT, INC., ET AL., )  
 )  
 Plaintiffs, )  
 )  
 )  
 - against - )  
 )  
 WACHOVIA BANK, N.A., ET AL., )  
 )  
 Defendants. )  
 ----- X

*Motion granted*  
*Sweet*  
*USDV*  
*10-30-07*

Case No. 07-08423 (RWS)

Chapter 11

Jointly Administered

**AFFIDAVIT IN SUPPORT OF  
 APPLICATION TO ADMIT  
 DAVID S. BARRITT, MICHAEL T.  
 BENZ AND FREDERICK V.  
LOCHBIHLER PRO HAC VICE**

STATE OF NEW YORK                     )  
  ) s.s.:  
COUNTY OF NEW YORK                )

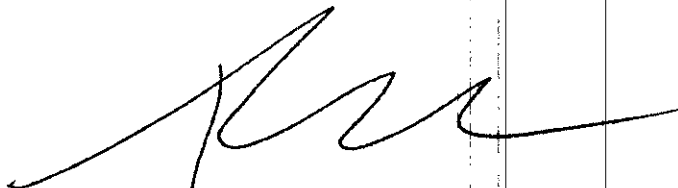
ROBERT D. PILIERO, having been duly sworn, deposes and says:

1. I am a Member of the firm Piliero Goldstein, LLP, one of the attorneys for defendant Harris N.A. in the above captioned action. I respectfully submit this Affidavit in support of defendant Harris N.A.'s motion to admit David S. Barritt, Michael T. Benz and Frederick V. Lochbihler as attorneys *pro hac vice* to represent it in this matter. The facts asserted in this affidavit are true based on my own personal knowledge.

2. I was admitted to the Bars of both the State of New York and the United States District Court for the Southern District of New York in June 1975, and am now and have always been a member in good standing of both Bars.

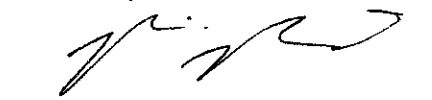
3. I respectfully submit this Affidavit in support of plaintiffs' motion for an Order granting the application of David S. Barritt, Michael T. Benz and Frederick V. Lochbihler for admission *pro hac vice* to serve as counsel for defendant Harris N.A. in the above-captioned action. Messrs. Barritt, Benz and Lochbihler have previously been admitted *pro hac vice* in the underlying action before the Bankruptcy Court (Adv. Proc. No. 07-01705 (SMB)).

4. Upon information and belief, based on the Certificates of Good Standing annexed hereto as Exhibit A, Exhibit B and Exhibit C, David S. Barritt, Michael T. Benz and Frederick V. Lochbihler, respectively, are members in good standing of the Bar of the State of Illinois; and are members of the Chicago law firm Chapman and Cutler LLP.



Robert D. Piliero

Sworn to and subscribed before me  
this 24 day of October, 2007.



RICHARD BROSNICK  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 02BR6002253  
QUALIFIED IN NEW YORK COUNTY  
COMMISSION EXPIRES MAY 9, 2010